

PROCEEDINGS OF THE 16TH ANNUAL GENERAL MEETING OF MEMBERS OF SURYACHAKRA POWER CORPORATION LIMITED HELD ON SEPTEMBER 30, 2011 AT 10.00 A.M., AT ADDA FUNCTION HALL, IV FLOOR, PADMAVATHI PLAZA, BHAGYANAGAR COLONY, OPP. KPHB, KUKATPALLY, HYDERABAD – 500072

PRESENT

Mr. P. V. Rao	Chairman
Mr. V. S. Murthy	Director
Commodore K. V. Subramaniyam	Director
Mr. K. Satyanarayana	Director
Dr. S. M. Manepalli	Managing Director

28 Members were present in person and 12 members were represented by Proxies.

Company Secretary extended a warm welcome to the Directors and members present. He also introduced the Directors present in the meeting to the members.

Mr. P. V. Rao, Chairman of the Company called the meeting to order, after ascertaining that the requisite quorum was present. He informed the members that Mr. V. S. Murthy, a member of the Audit Committee was also representing the Audit Committee Chairman, who could not attend the meeting due to his pre-occupation in Kolkata.

Thereafter, the Chairman briefed the members on the performance of the Company, future outlook of the power sector etc.

With the permission of the members present, the Notice convening the 16th Annual General Meeting was taken as read. Thereafter, the Company Secretary read the Auditor's Report on the Accounts of the Company for the year ended March 31, 2011.

The Chairman then invited queries from the members present on the Annual Accounts of the Company.

Chairman then proceeded with the business of the meeting, as detailed in the notice.

ORDINARY BUSINESS

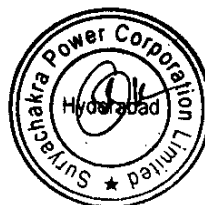
ITEM NO.1: ADOPTION OF ACCOUNTS

Item no. 1 of the Notice relating to the adoption of the Annual Accounts for the year ended March 31, 2011 together with the Directors Report and the Auditors Report was taken up for consideration.

Mr. P. Rajendra Kumar, a member proposed the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Balance Sheet as at 31st March, 2011 and the Profit and Loss Account for the year ended on that date and the reports of the Directors and Auditors thereon be and are hereby considered and adopted."

Mr. P. V. Subba Rao, a member seconded the resolution.



The Chairman then put the above motion to vote on show of hands and declared that the resolution was passed unanimously.

ITEM NO.2: RE-APPOINTMENT OF MR. K. SATYANARAYANA AS DIRECTOR

The item no. 2 of the notice relating to the re-appointment of Mr. K. Satyanarayana was taken up for consideration.

Mr. K. Venkat Reddy, a member proposed the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. K. Satyanarayana, Director be and is hereby appointed as Director of the Company."

Mrs. B. N. Rajakumari, a member seconded the resolution.

The Chairman then put the above motion to vote on show of hands and declared that the resolution was passed unanimously.

ITEM NO.3: REAPPOINTMENT OF MR. V. S. MURTHY AS DIRECTOR

The item no. 3 of the notice relating to the re-appointment of Mr. V. S. Murthy was taken up for consideration.

Mr. D. Krishna Rao, a member proposed the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. V. S. Murthy, Director be and is hereby appointed as Director of the Company."

Mrs. T. Sreelatha, a member seconded the resolution.

The Chairman then put the above motion to vote on show of hands and declared that the resolution was passed unanimously.

ITEM NO.4: APPOINTMENT OF AUDITORS

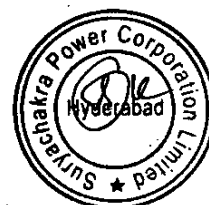
The item no. 4 of the notice relating to the appointment of the Statutory Auditors was taken up for consideration.

Mr. B P Vijaya Rao, a member proposed the following resolution as an Ordinary Resolution:

"RESOLVED THAT M/s. M. Bhaskara Rao & Co, Chartered Accountants [Firm Regn No. 000459S) be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, in place of the retiring Auditors at a remuneration to be fixed by the Board of Directors of the Company."

Mr. K. V. Reddy, a member seconded the resolution.

The Chairman then put the above motion to vote on show of hands and declared that the resolution was passed unanimously.



SPECIAL BUSINESS

ITEM NO.5: APPOINTMENT OF MR. P. V. RAO AS DIRECTOR

The special business under item no. 5 of the notice relating to the appointment of Mr. P. V. Rao was taken up for consideration.

Mr. P. V. Rao being directly interested/concerned in this item, requested Mr. V. S. Murthy to chair the meeting and conduct the proceedings. Mr. Murthy took up the item No. 5.

Mr. T Venkata Raju, a member proposed the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. P. V. Rao be and is hereby appointed as a Director of the Company liable to retire by rotation."

Mr. D. Krishna Rao, a member seconded the resolution.

The above motion was put to vote on show of hands and it was declared that the resolution was passed unanimously.

Thereafter, Mr. V S Murthy handed over the proceedings to Mr. P V Rao, Chairman of the Company.

ITEM NO.6: RE-APPOINTMENT OF DR. S. M. MANEPALLI AS MANAGING DIRECTOR OF THE COMPANY

The special business under item no. 6 relating to the re-appointment of Dr. S. M. Manepalli as Managing Director was taken up for consideration.

Mr. P. V. Subba Rao, a member proposed the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Sections 198, 269, 309, 310 and 311 and other applicable provisions, if any, read with Schedule XIII of the Companies Act, 1956, as amended from time to time, the consent of the members of the Company be and is hereby accorded for re-appointment of Dr. S.M. Manepalli as Managing Director of the Company for a period of 3 (three) years w.e.f. September 30, 2011 on the following terms and conditions:

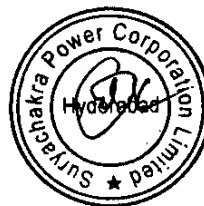
- i) Salary of Rs. 3,00,000/- per month.
- ii) Perquisites: The value of which shall not exceed Rs.50,000/- Per month.

Category A:

Housing: Rent free accommodation or House Rent Allowance at 30% of the Basic salary.

Explanation:

- i) The expenditure incurred by the Company on Gas, Electricity, Water and Furnishing shall be valued as per the Income Tax Rules, 1962 and shall be subject to a ceiling of 10% of the salary of the Managing Director.
- ii) Medical Reimbursement: Expenses incurred for self and family subject to a ceiling of one month salary in a year or three months' salary over a period of three years.
- iii) Leave Travel Concession for self and family once in a year incurred in accordance with any rules specified by the company.



- iv) Club fees subject to a maximum of 2 clubs. This will not include admission and life membership fee.
- v) Personal Accident Insurance, the premium of which shall not exceed Rs.4000 per annum.

Category B:

The following perquisites shall not be included in the computation of the ceiling on remuneration:

- i) The company's contribution towards Pension scheme or superannuation fund together with Provident Fund not exceeding 25% of the salary wherein contribution towards Provident Fund shall not exceed 12% of the salary. However for the purpose of calculation of overall ceiling on perquisites, the company's contribution towards Provident Fund, Superannuation fund or annuity fund will not be included to the extent these either singly or put together are not taxable under the Income Tax Act.
- ii) Gratuity payable should not exceed half a month's salary for each completed year of service.
- iii) One month leave for 11 months of service on full pay and allowances as per the rules of the company. Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisite.

Category C:

Provision for Car for use on company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be borne by the Managing Director.

"RESOLVED FURTHER THAT the above mentioned salary and perquisites shall be paid and allowed as a minimum remuneration during the tenure of his office as Managing Director notwithstanding the absence or inadequacy of profits in any financial year as long as the minimum remuneration is within the prescribed limits under section II of part II of Schedule XIII of the Companies Act, 1956."

Mr. P. Rajendra Kumar, a member seconded the resolution.

The Chairman then put the above motion to vote on show of hands and declared that the resolution was passed unanimously.

VOTE OF THANKS

Dr. S M Manepalli, Managing Director proposed a vote of thanks. He thanked the directors and the shareholders for attending the meeting and for their active participation.

As there was no other business to transact, the meeting was concluded.

